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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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EXHIBIT D-23
EMPLOYEE MATTERS (PENSION)
129.8 HOURS

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (Pension)

Bill Date: 01/10/07

Bill Number: 1147918

NAME	DATE	HOURS	DESCRIPTION
FERN BM	11/06/06	1.50	RESEARCH RE: PENSION PLAN OPTIONS (1.5).
FERN BM	11/09/06	2.00	REVIEW MEMO RE: FREEZING PENSIONS (0.4); RESEARCH RE: FREEZING PENSIONS (1.6).
FERN BM	11/10/06	0.70	REVIEW NWA PLEADINGS RE: TREATMENT OF PENSIONS (0.7).
FERN BM	11/13/06	2.00	PREPARE FOR (1.1) AND PARTICIPATE IN (0.3) TELECONFERENCE WITH L. HASSEL RE: PENSION BENEFITS; ANALYSIS OF ISSUES RE: STATEMENT OF SALARIED PENSION PLAN (0.6).
FERN BM	11/15/06	0.50	REVIEW MEMO RE: RIGHTS UNDER PENSION PLAN (0.5).
FERN BM	11/16/06	4.60	UPDATE MEMO RE: TREATMENT OF PENSIONS (1.7); RESEARCH RE: ORDINARY COURSE TRANSACTIONS (1.1); CONTINUE DRAFTING MEMO ON PENSION PLAN TREATMENT (1.8).
FERN BM	11/17/06	1.30	REVIEW AND REVISE MEMO RE: DELPHI PENSION PLAN (1.3).

12.60

HERRIOTT AV	11/02/06	0.10	CONFERENCE WITH K. COBB RE: PENSION WAIVER (0.1).
HERRIOTT AV	11/03/06	0.90	CONDUCT RESEARCH FOR K. COBB IN CONNECTION WITH PENSION WAIVER MATERIALS (0.9).

~~1.00~~

PLATT SJ*	11/13/06	0.10	BEGIN RESEARCH ON DEFINITION OF ORDINARY COURSE (0.1).
PLATT SJ*	11/14/06	2.50	CONTINUE RESEARCH ON DEFINITION OF ORDINARY COURSE OF BUSINESS (2.5).
PLATT SJ*	11/15/06	3.50	CONTINUE RESEARCH ON DEFINITION OF ORDINARY COURSE OF BUSINESS AND COMPILE FINDINGS (3.5).
PLATT SJ*	11/16/06	5.70	CONTINUE RESEARCHING PENSION ISSUES, COMPILING FINDINGS (5.7).
PLATT SJ*	11/17/06	0.30	FINISH COMPILING RESEARCH ON PENSION ISSUES (0.3).

12.10

Total Associate/Law Clerk

25.70

TOTAL TIME

25.70

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Delphi Corporation (DIP)
Employee Matters (Pension)

Bill Date: 01/10/07
Bill Number: 1147918

Disbursement	Date	Vendor/Employee/Dept.	Amount
In-house Reproduction	11/14/06	Copy Center, D	8.00
		TOTAL IN-HOUSE REPRODUCTION	\$8.00
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.47
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.05
Telephone Expense-ECRS only	11/30/06	Telecommunications, D	0.48
		TOTAL TELEPHONE EXPENSE-ECRS ONLY	\$1.00
Lexis/Nexis	11/06/06	Fern BM	63.34
Lexis/Nexis	11/09/06	Fern BM	94.01
Lexis/Nexis	11/16/06	Fern BM	70.67
Lexis/Nexis	11/16/06	Platt SJ	29.98
		TOTAL LEXIS/NEXIS	\$258.00
Westlaw	11/09/06	Fern BM	13.22
Westlaw	11/13/06	Fern BM	9.15
Westlaw	11/14/06	Platt SJ	91.18
Westlaw	11/15/06	Platt SJ	223.21
Westlaw	11/16/06	Fern BM	40.35
Westlaw	11/16/06	Platt SJ	52.89
		TOTAL WESTLAW	\$430.00
		TOTAL MATTER	\$697.00

Delphi Corporation (DIP)
Employee Matters (Pension)Bill Date: 02/28/07
Bill Number: 1148705

NAME	DATE	HOURS	DESCRIPTION
BREWSTER JJ	01/05/07	4.10	ANALYZE TAX RULES REGARDING DEDUCTIBILITY OF PAYMENTS TO PENSION PLAN (4.1).
BREWSTER JJ	01/08/07	1.70	DISCUSSION WITH M. JENNINGS AT IRS REGARDING STATUS OF REGULATIONS PROJECT ON LIMITATION ON DEDUCTIBILITY OF LOSSES; STRATEGIZE REGARDING TAX CONSEQUENCES OF PAYMENT TO GM (1.7).
BREWSTER JJ	01/09/07	0.70	REVIEW LEGAL AUTHORITIES ADDRESSING DEDUCTIBILITY OF PAYMENTS (0.7).
BREWSTER JJ	01/11/07	0.30	DISCUSSION WITH M. JENNINGS AT IRS REGARDING REGULATION PROJECT (0.3).
BREWSTER JJ	01/16/07	0.30	ANALYZE TAX CONSEQUENCES OF PAYMENTS BY DELPHI FOR ASSUMPTION LIABILITIES (0.3).
BREWSTER JJ	01/22/07	1.10	ANALYSIS REGARDING TAX CONSEQUENCES OF ASSUMPTION OF PENSION OBLIGATION; REVIEW TAX AUTHORITIES ADDRESSING TAX CONSEQUENCES OF FRAMEWORK AGREEMENT (1.1).
		8.20	
FRISHMAN LD	01/11/07	0.30	CORRESPONDENCE WITH K. COBB AT DELPHI REGARDING PGBC LIEN REQUEST (0.3).
FRISHMAN LD	01/15/07	0.50	REVIEW UPDATED TALKING PBGC TALKING POINTS (0.5).
FRISHMAN LD	01/16/07	0.80	TELECONFERENCE WITH COMPANY AND ROTHCHILDS REGARDING PBGC TALKING POINTS (0.8).
FRISHMAN LD	01/17/07	0.60	REVIEW REVISED PBGC COLLATERAL TALKING POINTS AND GIVE COMMENTS (0.6).
FRISHMAN LD	01/18/07	0.40	REVIEW COMMENTS ON DRAFT PBGC COLLATERAL TALKING POINTS (0.4).
		2.60	
MARAFIOTI KA	01/04/07	1.10	REVIEW AND ANALYZE CORRESPONDENCE WITH COMPANY AND ERISA COUNSEL REGARDING PBGC FUNDING WAIVER REQUEST (1.1).
MARAFIOTI KA	01/05/07	2.00	REVISE TALKING POINTS FOR PBGC (1.1); CORRESPONDENCE REGARDING SAME (0.2); DID RESEARCH REGARDING SAME (0.3); TELECONFERENCE WITH K. COBB REGARDING SAME (0.1); TELECONFERENCE AND CORRESPONDENCE WITH L. HASSEL REGARDING SAME (0.3).

MARAFIOTI KA	01/08/07	3.40	PREPARE FOR PBGC CALL (1.1); TELECONFERENCE WITH J. SHEEHAN, K. COBB, L. HASSEL, W. SOLLEE, B. SHAW, AND K. WILLIAMS REGARDING PBGC MATTERS (0.9); TELECONFERENCES WITH HASSEL REGARDING CREDIT SUPPORT ISSUES (0.9); WORK ON PBGC TALKING POINTS (0.5).
MARAFIOTI KA	01/09/07	0.70	CONTINUE TO WORK ON PBGC TALKING POINTS (0.6) AND CORRESPONDENCE REGARDING SAME (0.1).
MARAFIOTI KA	01/16/07	1.10	REVIEW REVISED TALKING POINTS AND PREPARE FOR PBGC CALL (0.3); TELECONFERENCE WITH COMPANY, LONIE HASSEL, WILL SOLLEE, ROTHSCHILD REGARDING PBGC (0.8).
MARAFIOTI KA	01/17/07	0.50	REVIEW AND REVISE K. COBB DISCUSSION POINTS REGARDING COLLATERAL FOR PBGC (0.4) AND CORRESPONDENCE REGARDING SAME (0.1).
MARAFIOTI KA	01/18/07	1.00	CORRESPONDENCE EXCHANGE WITH K. COBB (0.1) AND TELECONFERENCE WITH B. SHAW (0.1) REGARDING PBGC PROPOSAL; TELECONFERENCE WITH COBB AND SHAW REGARDING SAME (0.2); CORRESPONDENCE EXCHANGE WITH W. SOLLEE, SHAW, AND COMPANY REGARDING PBGC POINTS (0.6).
MARAFIOTI KA	01/23/07	0.60	TELECONFERENCE WITH M. BROUDE, R. STRUVE, L. HASSEL REGARDING PBGC STATUS (0.6).
MARAFIOTI KA	01/29/07	1.60	CORRESPONDENCE FROM K. COBB REGARDING PBGC (0.1); REVIEW AND REVISE DRAFT CORRESPONDENCE TO IRS REGARDING FUNDING WAIVER REGARDING HOURLY PLAN (0.5) AND TELECONFERENCES WITH COBB REGARDING SAME (0.3); TELECONFERENCE WITH W. SOLLEE AND COBB REGARDING SAME (0.2); TELECONFERENCE FROM S. GALE AND COBB REGARDING SAME (0.1); CONSIDER PBGC ISSUES (0.4).
MARAFIOTI KA	01/30/07	1.00	EXCHANGE OF CORRESPONDENCE WITH K. COBB AND REVISE AND REVISE REQUEST TO IRS FOR PRIVATE LETTER RULING IN CONNECTION WITH PROPOSED AMENDMENT TO HOURLY AND SALARIED PENSION AND RETIREMENT PLANS (1.0).

13.00

Total Partner

23.80

BERGMANN MR	01/09/07	1.80	ANALYZE TAX CONSEQUENCES OF UNDER FUNDED PENSION PLAN TRANSFER AMONG NON AFFILIATES (1.0); REVIEW PLR REQUEST AND PRIOR CLIENT AND FIRM MEMORANDA REGARDING SAME (0.8).
BERGMANN MR	01/10/07	0.60	ANALYZE AVAILABILITY OF TAX DEDUCTION FOR PAYMENT COINCIDENT WITH PENSION TRANSFER (0.6).
BERGMANN MR	01/11/07	2.50	ANALYZE IRS INCOME/EXCISE TAX AUTHORITIES REGARDING TRANSFER AND MERGER OF UNDER FUNDED PENSION PLAN (2.5).
BERGMANN MR	01/12/07	0.70	IDENTIFY MECHANISMS FOR TRANSFER OF UNDER FUNDED PENSION PLAN ASSETS AND TAX TREATMENT OF SAME (0.7).
BERGMANN MR	01/16/07	1.90	DRAFT MEMORANDUM FOR CLIENT REGARDING POSSIBLE TAX TREATMENT OF PENSION PLAN TRANSFER (1.9).
BERGMANN MR	01/18/07	0.60	DRAFT MEMORANDUM INSERT REGARDING CONSEQUENCES OF ACCUMULATED FUNDING DEFICIENCY IN PENSION PLAN (0.6).
BERGMANN MR	01/19/07	1.50	REVISE MEMORANDUM REGARDING PENSION PLAN TRANSFER TAX CONSEQUENCES (1.5).
BERGMANN MR	01/22/07	1.50	REVISE MEMORANDUM REGARDING PENSION PLAN TRANSFER TAX CONSEQUENCES (1.5).
		11.10	
SCHNEIDER DA	01/05/07	2.40	TAX WORK REGARDING PENSION OBLIGATION ASSUMPTIONS (2.4).
SCHNEIDER DA	01/08/07	1.10	DEVELOP TAX STRATEGY REGARDING PENSION LIABILITY ASSUMPTIONS (1.1).
SCHNEIDER DA	01/09/07	0.70	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (0.7).
SCHNEIDER DA	01/10/07	7.80	TAX WORK ON PENSION LIABILITY ASSUMPTIONS; DEVELOP TAX STRATEGY REGARDING PENSION LIABILITY ASSUMPTIONS (7.8).
SCHNEIDER DA	01/11/07	2.00	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (2.0).
SCHNEIDER DA	01/12/07	7.10	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (7.1).
SCHNEIDER DA	01/15/07	6.70	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (6.7).
SCHNEIDER DA	01/16/07	5.10	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (5.1).
SCHNEIDER DA	01/18/07	6.70	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (6.7).

SCHNEIDER DA	01/19/07	4.30	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (4.3) .
SCHNEIDER DA	01/22/07	5.40	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS (5.4) .
SCHNEIDER DA	01/23/07	4.30	TAX WORK REGARDING PENSION LIABILITY ASSUMPTIONS; DEVELOP TAX STRATEGY REGARDING PENSION LIABILITY ASSUMPTIONS (4.3) .
		53.60	
Total Counsel		64.70	
FERN BM	01/04/07	0.40	REVIEW MATERIAL REGARDING PENSION STRATEGY (0.4) .
FERN BM	01/05/07	1.10	ADDITIONAL REVIEW OF MATERIAL REGARDING PENSION FUNDING STRATEGY (1.1) .
FERN BM	01/06/07	0.80	ADDITIONAL REVIEW OF MATERIALS REGARDING PENSION FUNDING STRATEGY (0.8) .
		2.30	
STENGER A	01/05/07	2.80	STRATEGIZE REGARDING DEDUCTION FOR PENSION PAYMENT (1.5) ; ANALYZE WHETHER DELPHI MAY TAKE IMMEDIATE DEDUCTION FOR PENSION PAYMENT TO GM (1.3) .
STENGER A	01/08/07	3.60	SHEPHARDIZE AUTHORITIES REGARDING DEDUCTIBILITY OF PENSION PAYMENTS TO GM (1.6) ; STRATEGIZE REGARDING DEDUCTIBILITY OF PENSION PAYMENTS TO GM (0.6) ; ANALYZE AUTHORITIES REGARDING DEDUCTIBILITY OF PENSION PAYMENTS TO GM (1.4) .
STENGER A	01/09/07	0.20	CONSIDER TAX ANALYSIS (0.2) .
STENGER A	01/10/07	1.80	STRATEGIZE REGARDING DEDUCTIBILITY OF PENSION PAYMENT (1.8) .
STENGER A	01/12/07	1.80	CONSIDER TAX STRATEGY (0.5) ; ANALYZE SECTIONS 404(A) AND 162 DEDUCTIONS (1.3) .
STENGER A	01/15/07	3.00	ANALYZE SECTIONS 404(A) AND 162 DEDUCTIONS (1.7) ; REVIEW TAX ANALYSIS (1.3) .
STENGER A	01/17/07	0.90	REVIEW TAX ANALYSIS (0.9) .
STENGER A	01/22/07	0.20	REVIEW TAX ANALYSIS (0.2) .
		14.30	
Total Associate		16.60	
TOTAL TIME		<u>105.10</u>	